

RECORDATION NO. 23921-A FILED

MAR 29 '02 12-00 PM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 29, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, Equipment Schedule 02, dated as of March 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23921.

The names and addresses of the parties to the enclosed document are:

Lessor: Key Equipment Finance,  
(a division of Key Corporate Capital, Inc.)  
66 South Pearl Street  
P.O. Box 1865  
Albany, New York 12201-1865

Lessee: Entergy Gulf States Inc  
639 Loyola Avenue  
L-ENT-26C  
New Orleans, Louisiana 70113

Mr. Vernon A. Williams  
March 29, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document is:

One hundred and fourteen (114) aluminum rotary dump high gondola railcars: within the series EGSX 950232 - EGSX 950362, but excluding EGSX 950254, EGSX 950258, EGSX 950264, EGSX 950303 - 950305, EGSX 950307, EGSX 950350 - 950352 and EGSX 950354 - 950360.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement, Equipment Schedule 02.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 02

Dated as of March 29, 2002

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,  
Lessor

and

ENERGY GULF STATES, INC.  
Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on March \_\_, 2002, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

This Memorandum of Lease Agreement is between ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC., a Michigan corporation ("Lessor").

**WITNESSETH**

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 02 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor One Hundred Fourteen (114) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

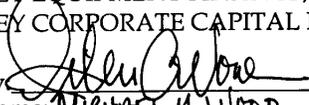
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

Lessee:

KEY EQUIPMENT FINANCE, A DIVISION OF  
KEY CORPORATE CAPITAL INC.

Entergy Gulf States, Inc.

By:   
Name: MICHAEL A. WOOD

By: \_\_\_\_\_  
Name: \_\_\_\_\_

Title: REGIONAL BUSINESS UNIT MGR.

Title: \_\_\_\_\_

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

**THIS SUPPLEMENT** dated as of March 29, 2002 supplements and amends that certain Memorandum of Lease Agreement by and between **ENTERGY GULF STATES, INC.**, a Texas corporation ("Lessee"), and **KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC.**, a Michigan corporation ("Lessor").

**WITNESSETH**

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 02 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor One Hundred Fourteen (114) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor:**

**Lessee:**

KEY EQUIPMENT FINANCE, A DIVISION OF  
KEY CORPORATE CAPITAL INC.

**Entergy Gulf States, Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Nathan E. Langston  
Name: Nathan E. Langston  
Title: Senior Vice President and  
Chief Accounting Officer

STATE OF New York )  
 ) ss.:  
COUNTY OF Albany )

On this 28<sup>th</sup> (Day) day of March (Month), 2002 (Year), before me the subscriber personally appeared Michael A. Wood, who being by me duly sworn, did depose and say; that (s)he resides at Rensselaer County, State of New York; that (s)he is a Regional Business Unit Manager Key Equipment Finance, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

James M. Kresge  
NOTARY PUBLIC

My Commission Expires: 4/1/02 **JAMES M. KRESGE**  
Notary Public, State of New York  
No. 01KR505845  
Qualified in Albany County  
Commission Expires April 1, 2002

STATE OF )  
 ) ss.:  
COUNTY OF )

On this \_\_\_\_\_ (Day) day of \_\_\_\_\_ (Month), \_\_\_\_\_ (Year), before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_ County, State of \_\_\_\_\_; that (s)he is a \_\_\_\_\_ of \_\_\_\_\_, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF )  
 ) ss.:  
COUNTY OF )

On this \_\_\_\_ (Day) day of \_\_\_\_\_ (Month), \_\_\_\_\_ (Year), before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_ County, State of \_\_\_\_\_: that (s)he is a \_\_\_\_\_ of \_\_\_\_\_, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF LOUISIANA )  
 ) ss.:  
PARISH OF ORLEANS )

On this 29<sup>th</sup> day of March, 2002, before me the subscriber personally appeared Nathan E. Langston, who being by me duly sworn, did depose and say; that he resides at Orleans Parish, State of Louisiana: that he is Senior Vice President and Chief Accounting Officer of Entergy Gulf States, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Sylvia R. Zonia  
NOTARY PUBLIC

My Commission Expires:

**Exhibit A**

**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 02 dated as of March 29, 2002 to Master Equipment Lease Agreement Dated as of March 29, 2002.

**Lessor:** KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

**Lessee:** ENTERGY GULF STATES, INC.

<b><u>Quantity:</u></b>	<b><u>Description:</u></b>	<b><u>Serial No.</u></b>
1	Aluminum rotary dump high gondola railcar	EGSX950232
1	Aluminum rotary dump high gondola railcar	EGSX950233
1	Aluminum rotary dump high gondola railcar	EGSX950234
1	Aluminum rotary dump high gondola railcar	EGSX950235
1	Aluminum rotary dump high gondola railcar	EGSX950236
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1	Aluminum rotary dump high gondola railcar	EGSX950255
1	Aluminum rotary dump high gondola railcar	EGSX950256
1	Aluminum rotary dump high gondola railcar	EGSX950257
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1	Aluminum rotary dump high gondola railcar	EGSX950306
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1	Aluminum rotary dump high gondola railcar	EGSX950353
1	Aluminum rotary dump high gondola railcar	EGSX950361
1	Aluminum rotary dump high gondola railcar	EGSX950362